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January 27 2005

RECORDATION NO. 17953-F FILED

JAN 27 '05 3-05 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: Refinancing of 1992 BNSF Railway Company  
Leveraged Lease Financing of Railcars (BN 1992-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture and Security Agreement (BN 1992-D), dated as of January 28, 2005, between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and U.S. Bank National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1992-D), dated as of September 15, 1992, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 A.M. under recordation number 17953.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1992-D)
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Indenture Trustee: U.S. Bank National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services (BN 1992-D)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 40 GP28M Remanufactured Locomotives bearing the reporting marks within the series BN 1500 through BN 1524 and BNSF 1501 through BNSF 1539; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement (BN 1992-D) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank National Association, as Indenture Trustee.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
GP28M Remanufactured Locomotives	40	BN 1500; BNSF 1501 through BNSF 1502, inclusive; BN 1503; BNSF 1504; BN 1505; BNSF 1506 through BNSF 1510, inclusive; BN 1511; BNSF 1512 through BNSF 1516, inclusive; BN 1517; BNSF 1518; BN 1519; BNSF 1520 through BNSF 1522, inclusive; BN 1523 through BN 1524, inclusive; BNSF 1525 through BNSF 1539, inclusive

RECORDATION NO.

17953-F  
FILED

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BN 1992-D)

JAN 27 '05

3-05 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement, made and entered into as of January 28, 2005, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1992-D) dated as of January 28, 2005 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1992-D), dated as of January 28, 2005 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By Kep  
Name:  
Title: **Kathleen A. Pedellini**  
**Financial Services Officer**

Executed on this 24<sup>th</sup> day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of January, 2005.

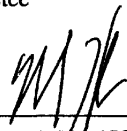
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as  
Indenture Trustee

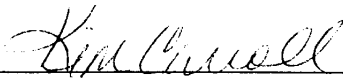
By  \_\_\_\_\_  
Name: MICHAEL M. HOPKINS  
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

STATE OF **Delaware** )  
 ) SS.:  
COUNTY OF **New Castle** )

On this, the 24<sup>th</sup> day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared **Kathleen A. Pedafini**, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on January 24, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: **KIM CARROLL**  
Notary Public **Notary Public - State of Delaware**  
My Commission Expires **My Comm. Expires May 28, 2006**  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January \_\_\_\_, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on January \_\_\_\_, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Connecticut )  
 ) SS.:  
COUNTY OF Hartford )

On this, the 25 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January \_\_\_\_, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
Name:  
Notary Public  
My Commission Expires:  
Residing in Vernon, CT

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COM. EXPIRES MARCH 31, 2005



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
GP28M Remanufactured Locomotives	40	BN 1500; BNSF 1501 through BNSF 1502, inclusive; BN 1503; BNSF 1504; BN 1505; BNSF 1506 through BNSF 1510; inclusive; BN 1511; BNSF 1512 through BNSF 1516, inclusive; BN 1517; BNSF 1518; BN 1519; BNSF 1520 through BNSF 1522, inclusive; BN 1523 through BN 1524, inclusive; BNSF 1525 through BNSF 1539, inclusive